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Attorneys for Irving H. Picard, Esq.,
Trustee for the SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)
SIPA Liquidation

**NOTICE OF AMENDED AND RESTATED ASSET PURCHASE
AGREEMENT AND REVISED PROPOSED ORDER
APPROVING THE SALE OF CERTAIN ASSETS**

PLEASE TAKE NOTICE, that on April 30, 2009, Irving H. Picard, Esq. (the “Trustee”), Trustee for the liquidation of Bernard L. Madoff Investment Securities LLC (the “Debtor”), under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.*, by and through his counsel, Baker & Hostetler LLP, filed a Motion for Orders Pursuant to Section 78fff(a) of the Securities Investor Protection Act and Sections 105(a), 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006: (A) Fixing the Time, Date and Place for the Bidding Procedures Hearing; (B)(i) Establishing Bidding Procedures and Bid Protections in Connection With the Sale of Certain Assets, (ii) Establishing Procedures in

Respect of The Assumption and Assignment of Unexpired Leases and Executory Contracts, (iii) Approving the Form and Manner of Notices (iv), Approving the Asset Purchase Agreement Subject to Higher and Better Offers, and (v) Setting a Sale Hearing Date; (C)(i) Approving The Sale of Certain Assets of the Debtor Free and Clear of Liens, Claims and Encumbrances (ii) Authorizing the Assumption and Assignment of Certain Unexpired Leases and Executory Contracts and (D) Granting Related Relief.

PLEASE TAKE FURTHER NOTICE, that a Second Amended and Restated Asset Purchase Agreement, blacklined against a version previously filed with the Court, is attached as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE, that a revised proposed order approving the sale of certain assets of the Debtor free and clear of liens, blacklined against a version previously filed with the Court, is attached at **Exhibit B**.

Dated: New York, New York
April 29, 2009

By: s/Marc Hirschfield
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